



RECORDATION No. 20347-1

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

March 18, 1997

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

MAR 24 3 01 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of March 7, 1997 between the following parties:

Assignee: Star Bank, N.A.
425 Walnut Street
Mail Location 8135
Cincinnati, OH 45201-1038

Assignor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment involved in this transaction.

Please file this agreement as a secondary document. The lease document to which it is connected was filed under Recordation No. 20347. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard
Documentation Assistant

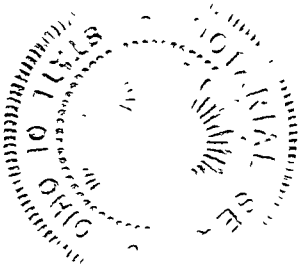
Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address
P O Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Dianna Tobler, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document



Dianna L. Tobler
Notary Public

DIANNA L. TOBLER
Notary Public, State of Ohio
My Commission Expires June 7, 1999

Mar 24 3 01 PM '97
**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**


This Memorandum of Assignment and Assumption Agreement ("Assignment Agreement") made and entered into as of March 7, 1997, by and between **DJJ TRANSPORTATION SERVICES, INC. (a subsidiary of The David J. Joseph Company)**, a Delaware Corporation ("Assignor") and **STAR BANK, N.A.**, a national banking association ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated October 4, 1996, between Assignor, as Lessor, and Applied Industrial Materials Corporation, as Lessee, (the "Lease"), for thirty-five (35) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

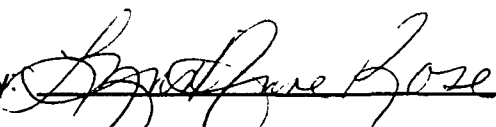
DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Douglas F. McMillan

Title: President

STAR BANK, N.A.

By: 

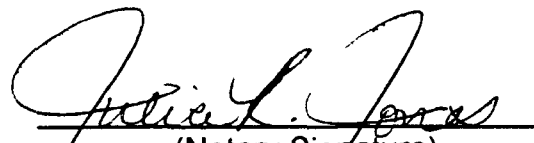
Name: LynnAnne Rose

Title: Assistant Vice President

STATE OF OHIO)
) SS.
COUNTY OF HAMILTON)

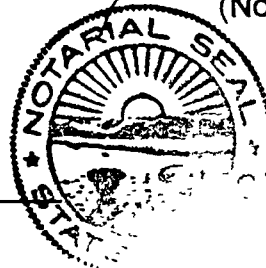
On this 7th day of March, 1997, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of March, 1997.


(Notary Signature)

My commission expires:

2-27-2000



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 7th day of March, 1997, before me the subscriber,
Chang Cho, a Notary Public, duly commissioned, qualified
and acting, within and for said County and State, appeared in person the within
named LynnAnne Rose to me personally known, who stated and acknowledged
that she is the Assistant Vice President of Star Bank, N.A., a national banking
association, and duly authorized by authority of the Board of Directors or By-
laws of said corporation in her capacity as such officer to execute and
acknowledge this Memorandum of Assignment and Assumption Agreement for
and in the name and on behalf of said corporation and further stated and
acknowledged that she has so signed, executed and delivered this
Memorandum of Assignment and Assumption Agreement as the free and
voluntary act and deed of said corporation, for the consideration, uses and
purposes therein mentioned and set forth and desired that the same might be
recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 7th day of March, 1997.

Chang K. Cho
(Notary Signature)

My commission expires:



Chang K. Cho
Notary Public, State of Ohio
My Commission Expires February 1, 1998

**SCHEDULE I
TO**

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Thirty-five (35) railcars currently bearing the reporting marks as follows:

DJJX 6302	DJJX 6322	DJJX 6354	DJJX 6409	DJJX 6483
DJJX 6309	DJJX 6223	DJJX 6369	DJJX 6426	DJJX 6486
DJJX 6311	DJJX 6328	DJJX 6372	DJJX 6427	DJJX 6490
DJJX 6313	DJJX 6332	DJJX 6389	DJJX 6444	DJJX 6513
DJJX 6314	DJJX 6346	DJJX 6393	DJJX 6448	DJJX 6525
DJJX 6315	DJJX 6350	DJJX 6394	DJJX 6461	DJJX 6531
DJJX 6321	DJJX 6352	DJJX 6404	DJJX 6469	DJJX 6544

LEASE: Dated October 4, 1996, between Applied Industrial Materials Corporation and The David J. Joseph Company.